

TreeHouse Foods, Inc.
Form 4
June 30, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SARDINI ANN

(Last) (First) (Middle)
2021 SPRING ROAD, SUITE 600
(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TreeHouse Foods, Inc. [THS]

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/27/2015		M ⁽¹⁾		1,800	A	\$ 0	1,800	D	
Common Stock	06/30/2015		M ⁽²⁾		1,860	A	\$ 0	3,660	D	
Common Stock	06/30/2015		M ⁽³⁾		2,160	A	\$ 0	5,820	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(4)	06/26/2015		A	2,030	(5)	(5)	Common Stock	2,030
Restricted Stock Units	(4)	06/27/2015		M ⁽¹⁾	1,800	(5)	(5)	Common Stock	1,800
Restricted Stock Units	(4)	06/30/2015		M ⁽²⁾	1,860	(5)	(5)	Common Stock	1,860
Restricted Stock Units	(4)	06/30/2015		M ⁽³⁾	2,160	(5)	(5)	Common Stock	2,160

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SARDINI ANN 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523		X		

Signatures

/s/Thomas E. O'Neill, as
attorney-in-fact

06/30/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Settlement of restricted stock units into shares of common stock.

(2) Settlement of restricted stock units into shares of common stock. The restricted stock units were granted in 2013 and settlement was deferred until June 30, 2015.

(3)

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Settlement of restricted stock units into shares of common stock. The restricted stock units were granted in 2012 and settlement was deferred until June 30, 2015.

- (4) Each restricted stock unit is equal in value to one share of common stock of TreeHouse Foods, Inc.
- (5) Unless deferred, restricted stock units vest and settle in stock or cash upon the 12-month anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.